

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

23 Civ. 10928 ( )

-against-

MMOBUOSI ODOGWU BANYE (a/k/a DOZY  
MMOBUOSI), TINGO GROUP, INC., AGRI-  
FINTECH HOLDINGS, INC. (f/k/a TINGO  
INC.), and TINGO INTERNATIONAL  
HOLDINGS, INC.,

Defendants.

**DECLARATION OF MICHAEL S. DIBATTISTA**

I, Michael S. DiBattista, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a member of the bar of the State of New York, and I am employed as Counsel in the Division of Enforcement in the New York Regional Office of Plaintiff Securities and Exchange Commission (the “Commission”).

2. I submit this Declaration in support of the Commission’s Emergency Application for a Temporary Restraining Order, Preliminary Injunction, Asset Freeze, and Other Relief (“Emergency Application”).<sup>1</sup>

3. I am familiar with the facts and circumstances herein.

**Periodic Filings with the Commission**

4. Attached hereto as Exhibit 1 is a true and correct copy of Tingo Group, Inc.’s Form 10-K for the fiscal year ending December 31, 2022, filed with the Commission on March 31, 2023.

5. Attached hereto as Exhibit 2 is a true and correct copy of Tingo Group, Inc.’s Form

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<sup>1</sup> All terms not otherwise defined herein shall have the meanings ascribed to them in the Emergency Application and/or the Complaint, which I have also reviewed.

10-Q for the quarter ending March 31, 2023, filed with the Commission on May 15, 2023.

6. Attached hereto as Exhibit 3 is a true and correct copy of Tingo Group, Inc.'s Form 10-Q for the quarter ending June 30, 2023, filed with the Commission on August 31, 2023.

7. Attached hereto as Exhibit 4 is a true and correct copy of Agri-Fintech's (f/k/a Tingo, Inc.) Form 10-Q/A (Amendment No. 1) for the quarter ending September 30, 2021, filed with the Commission on July 21, 2022, as an amendment to the Form 10-Q originally filed with the Commission on November 15, 2021.

8. Attached hereto as Exhibit 5 is a true and correct copy of Agri-Fintech's Form 10-K/A (Amendment No. 3) for the fiscal year ending December 31, 2021, filed with the Commission on November 16, 2022, as an amendment to the Form 10-K originally filed with the Commission on March 31, 2022.

9. Attached hereto as Exhibit 6 is a true and correct copy of Agri-Fintech's Form 10-Q/A (Amendment No. 2) for the quarter ending March 31, 2022, filed with the Commission on November 17, 2022, as an amendment to the Form 10-Q originally filed with the Commission on May 16, 2022.

10. Attached hereto as Exhibit 7 is a true and correct copy of Agri-Fintech's Form 10-Q/A (Amendment No. 1) for the quarter ending June 30, 2022, filed with the Commission on November 16, 2022, as an amendment to the Form 10-Q originally filed with the Commission on August 22, 2022.

11. Attached hereto as Exhibit 8 is a true and correct copy of Agri-Fintech's Form 10-Q for the quarter ending September 30, 2022, filed with the Commission on November 14, 2022.

12. Attached hereto as Exhibit 9 is a true and correct copy of Agri-Fintech's Form 10-K for the fiscal year ending December 31, 2022, filed with the Commission on April 26, 2023.

**Press Releases, Forms 8-K, and Investor Presentations**

13. Attached hereto as Exhibit 10 is a true and correct copy of TIH's November 9, 2020 press release entitled "Tingo International Holdings, Inc. Announces Confidential Submission of Draft Registration Statement for Proposed Public Listing."

14. Attached hereto as Exhibit 11 is a true and correct copy of Agri-Fintech's (f/k/a iWeb, Inc.) July 30, 2021 press release entitled "iWeb Inc., OTC Markets QB, IWBB, Announced It Will Acquire Tingo Mobile Plc. from Tingo International Holdings, Inc, in a Deal Valuing the Tingo Mobile Plc at \$3.7 Billion USD."

15. Attached hereto as Exhibit 12 is a true and correct copy of Agri-Fintech's Form 8-K filed with the Commission on August 18, 2021, which, among other things, provided details on the closing of the Acquisition Agreement between Agri-Fintech and TIH as of August 15, 2021.

16. Attached hereto as Exhibit 13 is a true and correct copy of Agri-Fintech's August 19, 2021 press release entitled "iWeb Inc. Completed the Acquisition of Tingo Mobile Plc."

17. Attached hereto as Exhibit 14 is a true and correct copy of Agri-Fintech's Form 8-K filed with the Commission on November 15, 2021, which included as an exhibit Agri-Fintech's November 15, 2021 press release entitled "Tingo, Inc. Releases Third Quarter Results."

18. Attached hereto as Exhibit 15 is a true and correct copy of Agri-Fintech's March 31, 2022 press release entitled "Tingo, Inc. Releases Results for 2021 and Engages Financial Advisor."

19. Attached hereto as Exhibit 16 is a true and correct copy of Agri-Fintech's May 10, 2022 press release entitled "TINGO and MICT Announce Execution of Definitive Merger Agreement."

20. Attached hereto as Exhibit 17 is a true and correct copy of Agri-Fintech's May 16, 2022 press release entitled "Tingo, Inc. Releases Results for First Quarter of 2022."

21. Attached hereto as Exhibit 18 is a true and correct copy of Agri-Fintech's August 23,

2022 press release entitled “Tingo, Inc. Releases Results for Second Quarter of 2022.”

22. Attached hereto as Exhibit 19 is a true and correct copy of Agri-Fintech’s November 14, 2022 press release entitled “Tingo, Inc. Releases Results for Third Quarter of 2022.”

23. Attached hereto as Exhibit 20 is a true and correct copy of Tingo Group’s February 9, 2023 press release entitled “MICT to Revolutionize Africa’s Food Industry Through Wholly Owned Subsidiary, Tingo Foods, and Commitment to Develop Multi-Billion Dollar Food Processing Facility.”

24. Attached hereto as Exhibit 21 is a true and correct copy of Tingo Group’s Form 8-K filed with the Commission on March 31, 2023, which included as exhibits (a) Tingo Group’s March 31, 2023 press release entitled “Fintech and Agri-Fintech Company, Tingo Group, Inc., Reports Full Year 2022 Financial Results,” and (b) a presentation entitled “Tingo Group’s Fiscal Year 2022 Financial Results Conference Call.”

25. Attached hereto as Exhibit 22 is a true and correct copy of Tingo Group’s March 31, 2023 “Full Year 2022 Financial Results Conference Call” transcript.

26. Attached hereto as Exhibit 23 is a true and correct copy of Tingo Group’s Form 8-K/A filed with the Commission on April 27, 2023, which included as exhibits, among other things, (a) “Tingo Foods PLC Financial Statements as of December 31, 2022”, and (b) “Unaudited Pro Forma Condensed Combined Financial Information.”

27. Attached hereto as Exhibit 24 is a true and correct copy of Tingo Group’s April 27, 2023 press release entitled “Tingo Group Announces Filing of Audited FY2022 Financial Statements and Pro Forma Financial Information for Recently Acquired Tingo Foods.”

28. Attached hereto as Exhibit 25 is a true and correct copy of Agri-Fintech’s Form 8-K filed with the Commission on April 27, 2023, which included as an exhibit an April 24, 2023 resignation letter from Christophe Charlier to Dozy Mmobuosi (“Mmobuosi”).

29. Attached hereto as Exhibit 26 is a true and correct copy of Tingo Group's Form 8-K filed with the Commission on May 15, 2023, which included as exhibits (a) Tingo Group's May 15, 2023 press release entitled "Tingo Group, Inc. Reports First Quarter 2023 Financial Results," and (b) a presentation entitled "Q1 2023 Financial Results Conference Call."

30. Attached hereto as Exhibit 27 is a true and correct copy of Tingo Group's May 15, 2023 "First Quarter 2023 Earnings Conference Call" transcript.

31. Attached hereto as Exhibit 28 is a true and correct copy of Tingo Group's June 6, 2023 press release entitled "Tingo Group Refutes Malicious and Misleading Allegations in Hindenburg Research Report."

32. Attached hereto as Exhibit 29 is a true and correct copy of Tingo Group's June 8, 2023 press release entitled "Tingo Group Engages Independent Counsel to Conduct Review of Assertions Made in Short-Seller Report."

33. Attached hereto as Exhibit 30 is a true and correct copy of Tingo Group's August 30, 2023 press release entitled "Tingo Group Announces Completion of Investigation Into Allegations Made Against the Company in Short-Seller Report and Issues Its Response."

34. Attached hereto as Exhibit 31 is a true and correct copy of Tingo Group's Form 8-K filed with the Commission on August 31, 2023, which included as exhibits (a) Tingo Group's August 15, 2023 press release entitled "Tingo Group, Inc. Reports Second Quarter 2023 Financial Results," and (b) a presentation entitled "Q2 2023 Financial Results Conference Call."

35. Attached hereto as Exhibit 32 is a true and correct copy of Tingo Group's September 1, 2023 press release entitled "Tingo Group Issues Response Into Further Allegations Made Against the Company by Short-Seller."

36. Attached hereto as Exhibit 33 is a true and correct copy of Tingo Group's September 6, 2023 press release entitled "Tingo Group Issues Response to Short-Seller's Statement

of September 5, 2023.”

37. Attached hereto as Exhibit 34 is a true and correct copy of Tingo Group’s September 18, 2023 press release entitled “Tingo Group Announces Appointment of Interim Co-Chief Executives and Independent Director.”

38. Attached hereto as Exhibit 35 is a true and correct copy of Tingo Group’s September 29, 2023 press release entitled “Tingo Group Extends Redemption Period of Series B Preferred Stock to December 31, 2023.”

39. Attached hereto as Exhibit 36 is a true and correct copy of Agri-Fintech’s October 6, 2023 press release entitled “Agri-Fintech Holdings, Inc. (Formerly Tingo, Inc.) Announces Intention to Liquidate and Distribute Holdings in Tingo Group, Inc.”

40. Attached hereto as Exhibit 137 is a true and correct copy of Tingo Group’s Form 8-K filed with the Commission on November 15, 2023, which included as exhibits (a) Tingo Group’s November 14, 2023 press release entitled “Tingo Group, Inc. Reports Third Quarter 2023 Financial Results,” and (b) a presentation entitled “Q3 2023 Financial Results Conference Call.”

41. Attached hereto as Exhibit 139 is a true and correct copy of Tingo Group’s November 29, 2023 press release entitled “Tingo Group Receives Nasdaq Request for Information Following Expiry of Securities & Exchange Commission’s Temporary Suspension of Trading in the Company’s Securities.”

### **TIH Documents**

42. Attached hereto as Exhibit 37 is a true and correct copy of TIH’s Certificate of Incorporation filed with the Delaware Secretary of State on January 10, 2020.

43. Attached hereto as Exhibit 38 is a true and correct copy of the January 21, 2020 Consent of the Sole Director of TIH.

44. Attached hereto as Exhibit 39 is a true and correct copy of the February 23, 2020

Agreement Between Tingo Mobile PLC and TIH for the “Exchange of Seven Billion Five Hundred Ninety-Three Million (7,593,000,000) Ordinary Shares in the Issued Share Capital of Tingo Mobile PLC.”

45. Attached hereto as Exhibit 40 is a true and correct copy of the Minutes of the June 19, 2020 Meeting of the Special Committee of the Board of Directors of TIH.

46. Attached hereto as Exhibit 41 is a true and correct copy of TIH’s August 27, 2020 application for a direct listing with Nasdaq, produced by Nasdaq to the Commission in response to an access request.

47. Attached hereto as Exhibit 42 is a true and correct copy of a March 31, 2021 letter from Grant Thornton to Olayinka.

**Peter Barker Communications**

48. Attached hereto as Exhibit 43 are true and correct copies of excerpts of a WhatsApp message thread between Peter Barker (“Barker”) and Mmobuosi.

49. Attached hereto as Exhibit 44 is a true and correct copy of a May 5, 2020 email chain between Barker and Mmobuosi.

50. Attached hereto as Exhibit 136 is a true and correct copy of a June 10, 2020 email chain between Barker and Mmobuosi, among others.

51. Attached hereto as Exhibit 45 is a true and correct copy of a July 14, 2020 email from Mmobuosi to Barker.

52. Attached hereto as Exhibit 46 is a true and correct copy of a July 28, 2020 email chain between Mmobuosi and Barker.

53. Attached hereto as Exhibit 47 is a true and correct copy of an email chain between Barker and Segun Aganga (“Aganga”) with various messages exchanged between September 3 and 11, 2020.

54. Attached hereto as Exhibit 48 is a true and correct copy of a September 18, 2020 email from Toyosi Orunmuyi (“Orunmuyi”) to Mmobuosi and Barker, among others, and an attachment consisting of a September 17, 2020 letter from Orunmuyi to the Group Managing Director of TIH.

55. Attached hereto as Exhibit 49 is a true and correct copy of a September 18, 2020 email chain between Mmobuosi and Barker, among others.

56. Attached hereto as Exhibit 50 is a true and correct copy of a September 2020 email chain between Barker and Aganga, among others, with various emails exchanged between September 18 and 21, 2020, and an attachment consisting of Tingo Mobile’s Organogram and Corporate Structure as of September 2020.

57. Attached hereto as Exhibit 51 is a true and correct copy of a September 21, 2020 email from Barker to Michael Paige (“Paige”) forwarding a September 21, 2020 email from Barker to Mmobuosi forwarding a September 21, 2020 email from ComputerShare to Barker.

58. Attached hereto as Exhibit 52 is a true and correct copy of a September 30, 2020 email from Barker to Mmobuosi.

59. Attached hereto as Exhibit 53 is a true and correct copy of a September and October 2020 email chain between Mmobuosi and William Slattery with various emails exchanged between September 30, 2020 and October 5, 2020.

60. Attached hereto as Exhibit 54 is a true and correct copy of a March 3, 2021 email from Barker to Mmobuosi.

61. Attached hereto as Exhibit 55 is a true and correct copy of a March 10, 2021 email from Mmobuosi to Barker, among others.

62. Attached hereto as Exhibit 56 is a true and correct copy of a March 2021 email chain between Orunmuyi, Mmobuosi, and Barker, among others, with various emails exchanged between



March 18 and 22, 2021.

63. Attached hereto as Exhibit 57 is a true and correct copy of a July 9, 2021 email chain between Mmobuosi, Barker, and various individuals from the law firm of Abi Juridique, among others, and an attachment consisting of a Demand Notice and Notice of Breach of Employment Agreement.

64. Attached hereto as Exhibit 58 is a true and correct copy of a July 2021 email chain between Barker and Mmobuosi, among others, with various emails exchanged between July 17 and 18, 2021.

65. Attached hereto as Exhibit 59 is a true and correct copy of a July 23, 2021 email from Barker to Aganga forwarding an email chain between Barker, Mmobuosi, and Christopher Cleverly, among others, with various emails exchanged between July 22 and 23, 2021.

66. Attached hereto as Exhibit 60 is a true and correct copy of a July 26, 2021 email chain between Barker and Mmobuosi, among others.

67. Attached hereto as Exhibit 61 is a true and correct copy of a July 2021 email chain between Barker, Mmobuosi, and various TIH Board Directors, among others, with various emails exchanged between July 26 and 27, 2021.

68. Attached hereto as Exhibit 62 is a true and correct copy of a July 30, 2021 email from Barker to the TIH Board of Directors, among others.

69. Attached hereto as Exhibit 63 is a true and correct copy of a July and August 2021 email from Barker to Paige, among others, with various emails exchanged between July 31, 2021 and August 5, 2021.

#### **Financial Statements**

70. Attached hereto as Exhibit 64 is a true and correct copy of a June 12, 2019 email from Mmobuosi to Barker and three attachments consisting of the B.M. Okebunmi Statements,

namely, (a) “Tingo Mobile PLC’s Audited Financial Statements for the Year Ended, 30th June, 2016,” (b) “Tingo Mobile PLC’s Audited Financial Statements for the Year Ended, 30th June, 2017,” and (c) “Tingo Mobile PLC’s Audited Financial Statements for the Year Ended, 30th June, 2018.”

71. Attached hereto as Exhibit 65 is a true and correct copy of a December 27, 2019 email from Mmobuosi to Barker and an attachment consisting of the Nominobro Statement, namely, “Tingo Mobile PLC’s Audited Financial Statements for the Year Ended 30 June 2016.”

72. Attached hereto as Exhibit 66 is a true and correct copy of a January 3, 2020 email from accounts@tingomobile.com.ng to Barker, among others, and four attachments consisting of the Soloanke and Suleimanu Statements, namely, (a) “Tingo Mobile PLC’s Audited Financial Statements for the Year Ended, 30th June 2017,” (b) “Tingo Mobile PLC’s Audited Financial Statements for the Year Ended, 30th June 2018,” (c) “Tingo Mobile PLC’s Audited Financial Statements for the Year Ended, 30th June 2019,” and (d) “Tingo Mobile PLC’s Unaudited Financial Statements for the Three Months Ended, 30th September 2019.”

73. Attached hereto as Exhibit 67 is a true and correct copy of a September 3, 2020 email from Barker to Aganga and an attachment consisting of a draft version of the Olayinka TIH Statement, namely, “Tingo International Holdings, Inc.’s Interim Financial Statements for the First Half Year, 2020.”

74. Attached hereto as Exhibit 68 is a true and correct copy of a September 16, 2020 email from Paige to Barker and an attachment consisting of a draft version of the Olayinka TIH Statement, namely, “Tingo International Holdings, Inc.’s Audited Report and Financial Statement for the Period Ended June, 2020.”

75. Attached hereto as Exhibit 69 is a true and correct copy of a November 4, 2020 email from Rory Bowen to Barker and Mmobuosi and two attachments consisting of the Olayinka

Tingo Mobile Statements, namely, (a) “Tingo Mobile PLC’s Audited Report and Financial Statements for the Year Ended December 31, 2018,” and (b) “Tingo Mobile PLC’s Audited Report and Financial Statements for the Year Ended December 31, 2019,” and a third attachment consisting of the final version of the Olayinka TIH Statement, namely, “Tingo International Holdings, Inc.’s Audited Report and Financial Statement for the Period January 10th , 2020 to June 30th, 2020.”

76. Attached hereto as Exhibit 70 is a true and correct copy of a November 2, 2020 letter from Mmobuosi to the TIH Board of Directors attesting to the accuracy of the Olayinka Tingo Mobile Statements and the Olayinka TIH Statement.

#### **Guaranty Trust Bank Statements**

77. Attached hereto as Exhibit 71 is a true and correct copy of a January 27, 2020 email from Mmobuosi to Barker and an attachment purporting to be a screenshot of a January 2, 2020 bank statement for Tingo Mobile PLC’s account ending in 6905 with Guaranty Trust Bank PLC covering the period January 1, 2019 through January 2, 2020.

78. Attached hereto as Exhibit 72 is a true and correct copy of an authentic January 2, 2020 bank statement for Tingo Mobile PLC’s account ending in 6905 with Guaranty Trust Bank PLC covering the period January 1, 2017 through December 31, 2019.

#### **United Bank for Africa Records**

79. As part of the Commission staff’s underlying investigation in this matter, the Commission issued four subpoenas to Tingo Group for various categories of documents (“Tingo Group Subpoenas”). Attached hereto as Exhibit 73 are true and correct copies of the Tingo Group Subpoenas. In response to the Tingo Group Subpoenas, Tingo Group produced over 36,500 documents and is continuing to make productions in response to the Tingo Group Subpoenas.

80. Attached hereto as Exhibit 74 is a true and correct copy of a document produced by

Tingo Group in response to the Tingo Group Subpoenas purporting to be a January 14, 2022 bank statement for Tingo Mobile PLC's account ending in 6090 with United Bank for Africa ("UBA") covering the period January 1, 2021 through January 1, 2022.

81. Attached hereto as Exhibit 75 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be a February 2, 2023 bank statement for Tingo Mobile PLC's account ending in 6090 with UBA covering the period January 1, 2022 through February 1, 2023.

82. Attached hereto as Exhibit 76 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be a May 6, 2023 bank statement for Tingo Mobile PLC's account ending in 6090 with UBA covering the period January 1, 2023 through May 1, 2023.

83. Attached hereto as Exhibit 77 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be a June 9, 2023 bank statement for Tingo Mobile PLC's account ending in 6090 with UBA covering the period May 1, 2023 through June 1, 2023.

84. Attached hereto as Exhibit 78 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be an undated bank statement for Tingo Mobile PLC's account ending in 6090 with UBA covering the period January 1, 2023 through June 1, 2023.

85. Attached hereto as Exhibit 79 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be an undated bank statement for Tingo Mobile PLC's account ending in 6090 with UBA covering the period June 1, 2023 through July 20, 2023.

86. Attached hereto as Exhibit 138 are true and correct copies of documents produced

by Tingo Group in response to the Tingo Group Subpoenas purporting to be monthly account statements for Tingo Mobile's fixed deposit accounts with UBA covering the period January 2022 through March 2023.

87. Attached hereto as Exhibit 80 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be an April 19, 2023 bank statement for Tingo Foods PLC's account ending in 8292 with UBA covering the period August 22, 2022 through April 18, 2023.

88. Attached hereto as Exhibit 81 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be an undated bank statement for Tingo Foods PLC's account ending in 8292 with UBA covering the period January 1, 2023 through June 1, 2023.

89. Attached hereto as Exhibit 82 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be an undated bank statement for Tingo Foods PLC's account ending in 8292 with UBA covering the period June 1, 2023 through July 20, 2023.

90. As part of the Commission staff's underlying investigation in this matter, the Commission issued a subpoena to UBA for various categories of documents on September 21, 2023 ("UBA Subpoena"). Attached hereto as Exhibit 83 is a true and correct copy of the UBA Subpoena. In response to the UBA Subpoena, UBA produced 181 documents, including authentic bank statements and account opening records for accounts in the name of Tingo Mobile PLC and Tingo Foods PLC. UBA did not produce any records for any fixed deposit accounts in the names of either Tingo Mobile or Tingo Foods.

91. Attached hereto as Exhibit 84 is a true and correct copy of an authentic bank statement produced by UBA in response to the UBA Subpoena for Tingo Mobile PLC's account

ending in 6090 with UBA covering the period from the opening of the account on February 19, 2021 through December 31, 2021.

92. Attached hereto as Exhibit 85 is a true and correct copy of an authentic bank statement produced by UBA in response to the UBA Subpoena for Tingo Mobile PLC's account ending in 6090 with UBA covering the period January 1, 2022 through September 15, 2023.

93. Attached hereto as Exhibit 86 is a true and correct copy of an authentic bank statement produced by UBA in response to the UBA Subpoena for Tingo Mobile PLC's account ending in 0451 with UBA covering the period from the opening of the account on March 4, 2022 through September 15, 2023.

94. Attached hereto as Exhibit 87 is a true and correct copy of an authentic bank statement produced by UBA in response to the UBA Subpoena for Tingo Foods PLC's account ending in 8292 with UBA covering the period from the opening of the account on February 2, 2023 through September 15, 2023.

#### **U.S. Bank N.A. Records**

95. As part of the Commission staff's underlying investigation in this matter, the Commission issued multiple subpoenas to U.S. Bank N.A. ("U.S. Bank") for various categories of documents ("U.S. Bank Subpoenas"). Attached hereto as Exhibit 88 are true and correct copies of various subpoena from the Commission to U.S. Bank. In response to these U.S. Bank Subpoenas, U.S. Bank produced 61 documents, including authentic bank statements, wire transfer records, and account opening records for accounts in the name of Tingo, Inc., Tingo Group Holdings, Inc., Kenneth I. Denos P.C. Trust Account (IOLTA), and Kenneth I. Denos P.C.

96. Attached hereto as Exhibit 89 is a true and correct copy of excerpts from authentic bank statements for Tingo, Inc.'s account ending in 3973 with U.S. Bank covering the period from the opening of the account on July 18, 2022 through July 31, 2023, produced by U.S. Bank in

response to the U.S. Bank Subpoenas.

97. Attached hereto as Exhibit 90 is a true and correct copy a wire transaction report for Tingo, Inc.'s account ending in 3973 with U.S. Bank covering the period from the opening of the account on July 18, 2022 through July 31, 2023, produced by U.S. Bank in response to the U.S. Bank Subpoenas. This document is a Microsoft Excel spreadsheet that is not practical to print because it is unintelligible when printed to paper. As such, a true and correct copy will be provided to the Court on electronic media, with courtesy copies provided to Defendants or their counsel.

98. Attached hereto as Exhibit 91 is a true and correct copy of excerpts from authentic bank statements for Tingo Group Holdings, LLC's account ending in 6883 with U.S. Bank covering the period from the opening of the account on February 1, 2023 through July 31, 2023, produced by U.S. Bank in response to the U.S. Bank Subpoenas.

99. Attached hereto as Exhibit 92 is a true and correct copy of a wire transaction report for Tingo Group Holdings, LLC's account ending in 6883 with U.S. Bank covering the period from the opening of the account on February 1, 2023 through July 31, 2023, produced by U.S. Bank in response to the U.S. Bank Subpoenas. This document is a Microsoft Excel spreadsheet that is not practical to print because it is unintelligible when printed to paper. As such, a true and correct copy will be provided to the Court on electronic media, with courtesy copies provided to Defendants or their counsel.

100. Attached hereto as Exhibit 93 is a true and correct copy of excerpts of authentic bank statements for Kenneth I. Denos P.C. Lawyers Trust Account (IOLTA) account ending in 0987 with U.S. Bank covering the period July 1, 2021 through October 31, 2023, produced by U.S. Bank in response to the U.S. Bank Subpoenas.

101. Attached hereto as Exhibit 94 is a true and correct copy of a wire transaction report for Kenneth I. Denos P.C. Lawyers Trust Account (IOLTA) account ending in 0987 with U.S. Bank

covering the period July 1, 2021 through October 31, 2023, produced by U.S. Bank in response to the U.S. Bank Subpoenas. This document is a Microsoft Excel spreadsheet that is not practical to print because it is unintelligible when printed to paper. As such, a true and correct copy will be provided to the Court on electronic media, with courtesy copies provided to Defendants or their counsel.

102. Attached hereto as Exhibit 95 is a true and correct copy of excerpts of authentic bank statements for Kenneth I. Denos PC account ending in 0979 with U.S. Bank covering the period July 1, 2021 through October 31, 2023, produced by U.S. Bank in response to the U.S. Bank Subpoenas.

103. Attached hereto as Exhibit 96 is a true and correct copy of a wire transaction report for Kenneth I. Denos PC account ending in 0979 with U.S. Bank covering the period July 1, 2021 through October 31, 2023, produced by U.S. Bank in response to the U.S. Bank Subpoenas. This document is a Microsoft Excel spreadsheet that is not practical to print because it is unintelligible when printed to paper. As such, a true and correct copy will be provided to the Court on electronic media, with courtesy copies provided to Defendants or their counsel.

#### **General Ledgers**

104. Attached hereto as Exhibit 97 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be Tingo Mobile's general ledger from January 1, 2022 through December 31, 2023.

105. Attached hereto as Exhibit 98 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be Tingo Mobile's general ledger from January 1, 2023 through March 31, 2023.

106. Attached hereto as Exhibit 99 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be Tingo Mobile's general



ledger from April 1, 2023 through June 30, 2023.

107. Attached hereto as Exhibit 100 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be Tingo Foods's general ledger from January 1, 2022 through December 31, 2023.

108. Attached hereto as Exhibit 101 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be Tingo Foods's general ledger from January 1, 2023 through March 31, 2023.

109. Attached hereto as Exhibit 102 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be Tingo Foods's general ledger from April 1, 2023 through June 30, 2023.

**UGC and Cooperative Customer Records and Related Documents**

110. Attached hereto as Exhibit 103 is a true and correct copy of a sample compilation of documents produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be agreements between Tingo Mobile and UGC, Kebbi, Ailoje, and AFAN.

111. Attached hereto as Exhibit 104 is a true and correct copy of a sample compilation of documents produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be affidavits and letters from UGC, Kebbi, Ailoje, and AFAN confirming their relationships with Tingo Mobile.

112. Attached hereto as Exhibit 105 is a true and correct copy of a sample compilation of documents produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be invoices from UGC Technologies to Tingo Mobile for multiple orders of mobile phones.

113. Attached hereto as Exhibit 106 is a true and correct copy of a sample compilation of documents produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be Delivery Notes for phones purchased by Tingo Mobile from UGC and for various customers.

114. Attached hereto as Exhibit 107 is a true and correct copy of a document produced by Tingo Group in response to the Tingo Group Subpoenas purporting to be a collection of “UBA Online Transfer Advice” notices regarding multiple wire transfers ostensibly made by Tingo Mobile to UGC Technologies Company Ltd. between April 28, 2022 and August 26, 2022 from Tingo Mobile’s UBA bank account ending in -6090.

115. As part of the Commission staff’s underlying investigation in this matter, the Commission issued a subpoena to Gries & Associates, LLC (“Gries”) for various categories of documents on July 6, 2023 (“Gries Subpoena”). Attached hereto as Exhibit 108 is a true and correct copy of the Gries Subpoena. In response to the Gries Subpoena, Gries produced 2,333 documents, including workpapers and documents associated with Gries’s audits of Tingo Mobile and Agri-Fintech.

116. Attached hereto as Exhibit 109 is a true and correct copy of a document produced by Gries in response to the Gries Subpoena purporting to be a March 1, 2022 email from “Steven.Chuan@ugctechnologies.com” to Gries personnel.

117. As part of the Commission staff’s underlying investigation in this matter, the Commission issued five subpoenas to DreamHost, LLC (“DreamHost”) for various categories of documents on October 11, 2023 (the “DreamHost Subpoenas”). Attached hereto as Exhibit 110 are true and correct copies of the DreamHost Subpoenas. In response to the DreamHost Subpoenas, DreamHost produced 5 documents, including web domain registration information for multiple domain names.

118. Attached hereto as Exhibit 111 is a true and correct copy of account records related to the ugctechnologies.com domain name produced by DreamHost in response to the DreamHost Subpoenas. The account identifying information for the owners of the account included in Exhibit 111 includes the names, email addresses, and credit card information for two Tingo Mobile

employees, Ayoade Alao (“Alao”), Tingo Mobile’s COO, and Gospel Uwam (“Uwam”), Tingo Mobile’s CTO.

119. Attached hereto as Exhibit 112 is a true and correct copy of account records related to the kebbimultipurposecoop.com domain name produced by DreamHost in response to the DreamHost Subpoenas. The account identifying information for the owners of the account included in Exhibit 112 includes the names, email addresses, and credit card information for two Tingo Mobile employees, Alao and Uwam.

120. Attached hereto as Exhibit 113 is a true and correct copy of account records related to the ailojereoyalcoop.com domain name produced by DreamHost in response to the DreamHost Subpoenas. The account identifying information for the owners of the account included in Exhibit 112 includes the names, email addresses, and credit card information for two Tingo Mobile employees, Alao and Uwam.

121. Attached hereto as Exhibit 114 is a true and correct copy of account records related to the ashantiinvestmentstrust.com domain name produced by DreamHost in response to the DreamHost Subpoenas. The account identifying information for the owners of the account included in Exhibit 112 includes the names, email addresses, and credit card information for two Tingo Mobile employees, Alao and Uwam.

122. Attached hereto as Exhibit 115 is a true and correct copy of account records related to the afanng.com domain name produced by DreamHost in response to the DreamHost Subpoenas. The account identifying information for the owners of the account included in Exhibit 112 includes the names, email addresses, and credit card information for two Tingo Mobile employees, Alao and Uwam.

123. Attached hereto as Exhibit 116 is a true and correct copy of a February and March 2023 email chain between Noel Miebi (“Miebi”) and various individuals at Brightman Almagor

Zohar & Co. (“Deloitte Israel”), among others, with various emails exchanged between February 15, 2023 and March 4, 2023, and which was produced by Tingo Group in response to the Tingo Group Subpoenas.

124. Attached hereto as Exhibit 117 is a true and correct copy of a June 15, 2023 email from Margarita Mirlina (“Mirlina”) of Deloitte Israel to Benjamin White (“White”) forwarding a March 2023 email chain purportedly between various individuals at Kebbi and various individuals at Deloitte Israel with various emails exchanged between March 3 and 7, 2023, and an attachment consisting of a March 3, 2023 audit confirmation statement purportedly from Kebbi to Deloitte Israel, both of which were produced by Tingo Group in response to the Tingo Group Subpoenas.

125. Attached hereto as Exhibit 118 is a true and correct copy of a June 15, 2023 email from Mirlina to White forwarding a March 2023 email chain purportedly between various individuals at Ailoje and various individuals at Deloitte Israel with various emails exchanged between March 5 and 8, 2023, and an attachment consisting of a March 3, 2023 audit confirmation statement purportedly from Ailojje to Deloitte Israel, both of which were produced by Tingo Group in response to the Tingo Group Subpoenas.

126. Attached hereto as Exhibit 119 is a true and correct copy of a June 15, 2023 email from Mirlina to White forwarding a March 2023 email chain purportedly between various individuals at Ashanti and various individuals at Deloitte Israel with various emails exchanged between March 1 and 7, 2023, and an attachment consisting of a March 7, 2023 audit confirmation statement purportedly from Ashanti to Deloitte Israel, both of which were produced by Tingo Group in response to the Tingo Group Subpoenas.

127. Attached hereto as Exhibit 120 is a true and correct copy of a June 15, 2023 email from Mirlina to White forwarding a February and March 2023 email chain purportedly between various individuals at AFAN and various individuals at Deloitte Israel with various emails exchanged

between February 27, 2023 and March 3, 2023, and an attachment consisting of a March 2, 2023 audit confirmation statement purportedly from AFAN to Deloitte Israel, both of which were produced by Tingo Group in response to the Tingo Group Subpoenas.

128. Attached hereto as Exhibit 121 is a true and correct copy of a March 22, 2023 email from Catherine Zhang (“Zhang”) to Kevin Chen (“Chen”) forwarding a March 2023 email chain between White and various individuals at Deloitte Israel with various emails exchanged between March 19 and 22, 2023, and which was produced by Tingo Group in response to the Tingo Group Subpoenas.

129. Attached hereto as Exhibit 122 is a true and correct copy of a March 26, 2023 email from Chen to Zhang forwarding a March 2023 email chain between White and various individuals at Deloitte Israel with various emails exchanged between March 24 and 27, 2023, and an attachment consisting of a document titled “Tingo Mobile – Summary of Nwassa Income and PayStack data – Mar 26 2023 Draft – submit to Deloitte,” both of which were produced by Tingo Group in response to the Tingo Group Subpoenas.

### **Illicit Profit Documents**

130. Attached hereto as Exhibit 123 is a true and correct copy of the Minutes of the December 18, 2022 Meeting of the Board of Directors of MICT, Inc., which included as an exhibit Resolutions of the Board of Directors of MICT, Inc. as Adopted by the Special Meeting of the Board of Directors on December 18, 2022.

131. Attached hereto as Exhibit 124 is a true and correct copy of a March 2, 2023 email chain between White, Mirlina, and Miebi, among others, which was produced by Tingo Group in response to the Tingo Group Subpoenas.

132. Attached hereto as Exhibit 125 is a true and correct copy of a March 2023 email chain between Chene Gardner, Mirlina, and Miebi, among others, with various emails exchanged

between March 2 and 3, 2023, and which was produced by Tingo Group in response to the Tingo Group Subpoenas.

133. Attached hereto as Exhibit 140 are true and correct copies of excerpts of a WhatsApp message thread between Mmobuosi and Chene Gardner produced by Tingo Group in response to the Tingo Group Subpoenas.

134. As part of the Commission staff's underlying investigation in this matter, the Commission obtained documents from EFG Private Bank Limited ("EFG Private Bank"). Attached hereto as Exhibit 141 is a true and correct copy of a Microsoft Excel document produced by EFG Private Bank containing all transaction data between the account's opening in February 2022 and the account's closing in September 2023 for Mmobuosi's EFG Private Bank account ending in 3872, including a GBP-denominated subaccount, a USD-denominated subaccount, a GBP-denominated collateral account for credit card and debit card facilities, and a USD-denominated capital account for custody fees. This document is a Microsoft Excel spreadsheet that is not practical to print because it is unintelligible when printed to paper. As such, a true and correct copy will be provided to the Court on electronic media, with courtesy copies provided to Defendants or their counsel.

135. Attached hereto as Exhibit 126 are true and correct copies of Forms 4 and Schedules 13D filed with the Commission by TIH and/or Mmobuosi with respect to Agri-Fintech stock.

136. Attached hereto as Exhibit 127 are true and correct copies of Forms 4 and Schedules 13D filed with the Commission by Agri-Fintech and/or Mmobuosi with respect to Tingo Group stock.

137. As part of the Commission staff's underlying investigation in this matter, the Commission requested documents from RBC Capital Markets ("RBCCM"). Attached hereto as Exhibit 128 is a true and correct copy of a July 21, 2023 Low Price Security Review prepared by

RBCCM.

138. Attached hereto as Exhibit 129 is a true and correct copy of a Microsoft Excel document prepared by RBCCM detailing sales of Agri-Fintech stock by RBCCM on behalf of EFG Bank AG (“EFG Switzerland”) between May 17, 2023 and July 5, 2023. This document is a Microsoft Excel spreadsheet that is not practical to print because it is unintelligible when printed to paper. As such, a true and correct copy will be provided to the Court on electronic media, with courtesy copies provided to Defendants or their counsel.

139. Attached hereto as Exhibit 130 is a true and correct copy of an October 2023 email chain between Habib Rebihi of EFG Switzerland and Igor Gutelmacher of RBCCM, with various emails exchanged on October 6 and 8, 2023.

140. Attached hereto as Exhibit 131 is a true and correct copy of a July 20, 2023 RBCCM “Over-the-Counter Securities Due Diligence Questionnaire” signed by Omar Omari of EFG Private Bank.

141. Attached hereto as Exhibit 135 is a true and correct copy of a Microsoft Excel file displaying the daily closing stock prices and trading volume for Tingo Group and Agri-Fintech common stock from June 1, 2023 through November 10, 2023 based on data provided by Bloomberg. This document is a Microsoft Excel spreadsheet that is not practical to print because it is unintelligible when printed to paper. As such, a true and correct copy will be provided to the Court on electronic media, with courtesy copies provided to Defendants or their counsel.

#### **Miscellaneous**

142. Attached hereto as Exhibit 132 is a true and correct copy of a June 6, 2023 report published by Hindenburg Research entitled “Tingo Group: Fake Farmers, Phones, and Financials—The Nigerian Empire That Isn’t.”

143. Attached hereto as Exhibit 133 is a true and correct copy of the “Management” web

page on Agri-Fintech's website, located at <https://tingoinc.com/management>.

144. Attached hereto as Exhibit 134 is a true and correct copy of a February 3, 2023 email from Chen to Zhang forwarding a February 3, 2023 email from Kenneth Denos to Moran Amran, among others, and three attachments, all of which were produced by Tingo Group in response to the Tingo Group Subpoenas.

145. As part of the Commission staff's underlying investigation in this matter, the Commission issued a subpoena to Agri-Fintech on August 9, 2023 for various categories of documents ("Agri-Fintech Subpoena"). In response to the Agri-Fintech Subpoena, Agri-Fintech made an initial production of 219 documents on August 24, 2023. However, Agri-Fintech has not made any productions since then, and Agri-Fintech has refused to engage with the Commission on its outstanding obligations under the Agri-Fintech Subpoena.

146. As part of the Commission staff's underlying investigation in this matter, the Commission issued a subpoena to Citizens Bank for various categories of documents ("Citizens Bank Subpoena"). In response to the Citizen Bank Subpoena, Citizen Bank produced 4 documents, including authentic bank statements for an account ending in 5447 in the name of MICT, Inc.

Dated: New York, New York  
December 18, 2023

/s/ Michael S. DiBattista  
Michael S. DiBattista